



U.S. Department of Justice

Criminal Division

Assistant Attorney General

Washington, D.C. 20530

MAR 17 2010

The Honorable B. Todd Jones
United States Attorney
District of Minnesota
Minneapolis, Minnesota 55415

Eugene M. Thirolf
Director, Office of Consumer Litigation
Civil Division
U.S. Department of Justice

Attention: Robert M. Lewis
Assistant United States Attorney

Ross S. Goldstein
Trial Attorney, Office of Consumer Litigation

Re: Global Non-prosecution Agreement for Guidant Corporation

Dear Messrs. Jones and Thirolf:

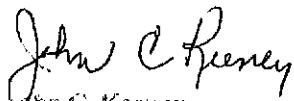
This is in response to your request for authorization to enter into a global plea agreement with defendant Guidant Corporation.

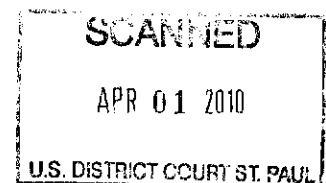
I hereby approve the terms of the proposed Plea Agreement, including Paragraph 14, in which the United States agrees not to initiate further proceedings as set out therein.

You are authorized to make this approval a matter of record in this proceeding.

Sincerely,

Lanny A. Breuer
Assistant Attorney General


John C. Keeney
Deputy Assistant Attorney General
Criminal Division



Guidant LLC

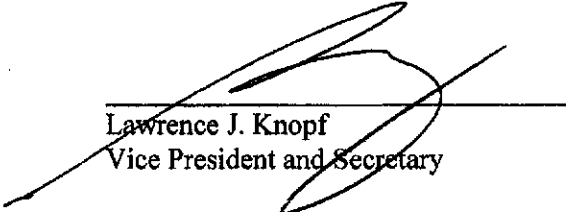
Vice President and Secretary's Certificate

I, Lawrence J. Knopf, do hereby certify that I am the duly elected Vice President and Secretary of Guidant LLC, an Indiana limited liability company (the "Company"), and as such am authorized to execute this certificate on behalf of the Company.

I hereby certify that the resolutions attached herewith as Exhibit A were approved by the sole Manager, acting as the Company's Board of Directors, on February 23, 2010 and remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this twenty-third day of February, 2010.

Guidant LLC

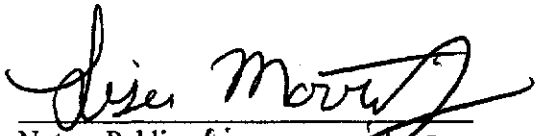


Lawrence J. Knopf
Vice President and Secretary

COMMONWEALTH OF MASSACHUSETTS)
) S.S.
COUNTY OF MIDDLESEX)

On this 23rd day of February 2010, before me, the undersigned
Notary Public, personally appeared Lawrence J. Knopf,
proved to me through satisfactory evidence of identification
and who is personally known to me to be the person whose
name is signed on the preceding or attached document in my
presence.

(SEAL)


Notary Public: Lisa Moritz
My Commission Expires: November 2, 2012

My Commission Expires: November 2, 2012

Guidant LLC
Joint Written Consent
Of Sole Member and Sole Manager

February 23, 2010

By this written consent signed by the sole Manager of Guidant LLC, an Indiana limited liability company (the "Company"), acting pursuant to Section 23-18-4-3(b) of the Business Flexibility Act of the State of Indiana and by the sole Member of the Company acting pursuant to Section 23-18-4-3(a) of the Business Flexibility Act of the State of Indiana, the undersigned hereby authorize and consent to the following which shall be treated for all purposes as resolutions duly adopted at meetings of the Managers and Members of the Company:

WHEREAS, the United States Department of Justice (the "DOJ") has been conducting an investigation (the "Investigation") into the Company's conduct relating to voluntary product advisories issued by the Company in 2005 prior to its acquisition by Boston Scientific Corporation, a Delaware corporation ("BSC");

WHEREAS, the Company's sole Manager, acting as the Company's Board of Directors, and the Company's sole Member have consulted with, and been advised of Investigation developments by the Company's legal counsel;

WHEREAS, the Company has been negotiating a resolution to the Investigation with the DOJ;

WHEREAS, the Company has reached an agreement in principle to resolve the Investigation with the DOJ, subject to approval by the Company's sole Manager and sole Member;

WHEREAS, the Company's sole Manager and sole Member have been advised of the principle terms of the agreement with the DOJ;

NOW, THEREFORE, it is hereby:

RESOLVED: That the Company is hereby authorized to enter into a written agreement between the Company and the United States Attorney for the District of Minnesota resolving the Investigation in the form most recently reviewed by the undersigned, with such changes, additions and deletions therefrom as any Company officer in such officer's sole discretion shall approve, such approval to be conclusively evidenced by such officer's execution and delivery of such written agreement (the "Agreement");

FURTHER
RESOLVED:

That the Company is authorized to plead guilty to two misdemeanor violations as described by the Company's General Counsel to the Company's sole Manager and sole Member in the context of resolving the Investigation;

FURTHER
RESOLVED:

That the Company is authorized to pay, or Boston Scientific Corporation shall pay on its behalf, the sum of \$296,041,926 to the United States Government in the context of resolving the Investigation;

FURTHER
RESOLVED:

That the President and Chief Executive Officer, the Vice President and Chief Financial Officer, the Vice President, Chief Accounting Officer and Corporate Controller, the Executive Vice President, General Counsel and Secretary or Vice President and Secretary of the Company, are and each of them hereby is authorized and directed to take all actions and deliver any agreements, certificates and documents and instruments with respect to or contemplated by the Agreement and matters set forth above, including without limitation, the payment of all amounts, fees, costs and other expenses, necessary or appropriate to effectuate the purpose and intent of the foregoing resolutions and to effectuate and implement the resolutions contemplated hereby; and

FURTHER
RESOLVED:

That any actions taken by the officers of the Company prior to the adoption of these resolutions, that are within the authority conferred hereby, are hereby fully ratified, confirmed and approved as the act and deed of the Company.

* * * * *

[Signature Page Follows]

EXECUTED as of this twenty-third day of February, 2010.

GUIDANT DELAWARE HOLDING CORPORATION,
Sole Member

By: 

Lawrence J. Knopf
Vice President and Secretary

By: 

Lawrence J. Knopf
Sole Manager

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